

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	Chapter 11
DPH HOLDINGS CORP., et al.	Case No. 05-44481 (RDD)
Reorganized Debtors.	(Jointly Administered)

FINAL DECREE AND ORDER PURSUANT TO 11 U.S.C. § 350(a) AND FED.  
R. BANKR. P. 3022 AND LOCAL R. BANKR. P. 3022-1 CLOSING  
CHAPTER 11 CASES OF FIVE FILING DEBTORS

Upon the Motion (the "Motion")<sup>1</sup> of DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), For Final Decree and Order Pursuant to 11 U.S.C. § 350(a) Fed. R. Bankr. P. 3022 and Local R. Bankr. P. 3022-1 Closing Chapter 11 Cases Of Five Filing Debtors (Docket No. 21607), filed October 4, 2011; and upon James B. Sumpter's Objection To Motion Final Decree and Order Pursuant to 11 U.S.C. § 350(a) Fed. R. Bankr. P. 3022 and Local R. Bankr. P. 3022-1 Closing Chapter 11 Cases Of 20 [sic] Filing Debtors (Docket No. 21660), filed October 13, 2011; and upon the Reply Of DPH Holdings Corp. To James B. Sumpter's Objection To Motion Final Decree and Order Pursuant to 11 U.S.C. § 350(a) Fed. R. Bankr. P. 3022 and Local R. Bankr. P. 3022-1 Closing Chapter 11 Cases Of Five Filing

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

Debtors (Docket No. 21676), filed October 21, 2011; it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record of the hearing on the Motion held on October 24, 2011; and after due deliberation by the Court and good and sufficient cause appearing for the Motion, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:<sup>2</sup>

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334, article 13 of the Modified Plan, and paragraphs FF and 56 of the Modification Approval Order. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The Motion is GRANTED.

3. The chapter 11 cases of the Closing Debtors identified in Exhibit A which is attached hereto and incorporated herein by reference are hereby closed, pursuant to section 350 of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

4. The entry of this Order shall be without prejudice to (i) the right of James B. Sumpter to move to reopen one or more of the five Closing Debtor cases for cause following the completion of his appeal of the Court's Order Denying Amended Motion For Recoupment On Behalf Of Delphi Salaried Retirees (Docket No. 21645); or (ii) the right of the Reorganized Debtors to object to such a motion.

5. The Reorganized Debtors shall continue to pay applicable U.S. Trustee fees, including interest (if any), on account of all of the chapter 11 cases of the Debtors - including the Closing Debtors identified on Exhibit A - when such fees become due and payable.

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<sup>2</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

Dated: White Plains, New York  
October 28, 2011